

EXHIBIT NO. DX-16 evid.
CAUSE NO. 3:22-cv-00734-DPJ-HSO-LHS
WITNESS _____
CLERK: SHONE POWELL

FEB 26 2024

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF MISSISSIPPI
Candice Cane, REPORTER



EXECUTIVE



OFFICE

Jackson

*The within and foregoing Amendment to the
Charter of Incorporation of*

GOLDEN TRIANGLE PLANNING AND DEVELOPMENT DISTRICT, INC.

is hereby approved.



Heber Lodner
Secretary of State.

*In Testimony Whereof, I have hereunto set
my hand and caused the Great Seal
of the State of Mississippi to be
affixed, this the 26th day of October, 1976.*

Leah Gandy

LIEUTENANT AND ACTING GOVERNOR.

EXHIBIT
DX-16

DX-016-001

BOOK 229 PAGE 250

RESOLUTION OF GOLDEN TRIANGLE PLANNING AND
DEVELOPMENT DISTRICT, INC.

WHEREAS, the Golden Triangle Planning and Development District was incorporated on the 8th day of June, 1972, and

WHEREAS, it is the desire of the Golden Triangle Planning and Development District, Inc., to amend its Articles of Incorporation as follows:

Delete: Wording contained in Article 4. Substitute the following: "This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 by lessening the burdens of government."

Delete: First sentence in Article 6(a).

Add: Article 6(h) - "Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Law."

Add: Article 6(i) - "In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purpose."

BOOK 229 PAGE 251

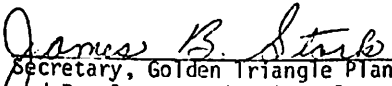
NOW THEREFORE, BE IT RESOLVED that the Secretary of the Golden Triangle Planning and Development District, Inc., who is an adult resident citizen of the State of Mississippi, be authorized and directed to apply for and secure from the appropriate officials of the State of Mississippi, an amendment to the Articles of Incorporation of the Golden Triangle Planning and Development District, Inc., and to execute and deliver all necessary applications, certificates, and documents to accomplish said purpose as well as any and all other things necessary to secure approval thereof and effectuate the intent expressed in this resolution.

RESOLVED on this the 30 day of September, 19 76.

CERTIFICATE

I, James B. Stark, Secretary of Golden Triangle Planning and Development District, Inc., do hereby certify that the above foregoing is a true and correct copy of a resolution of the Golden Triangle Planning and Development District, Inc., unanimously adopted and approved by the more than two-thirds membership thereof present on September 30, 1976 in a regular business meeting as the same appears in the Minute Book of said association. I further certify that the Minute Book of said corporation is in my custody and that the resolution, as adopted, has not been repealed, amended, or modified.

WITNESS MY SIGNATURE hereunto affixed this 30 day of September, 19 76.


Secretary, Golden Triangle Planning
and Development District, Inc.

BOOK 229 PAGE 252

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
GOLDEN TRIANGLE PLANNING AND DEVELOPMENT DISTRICT, INC.

Pursuant to the provisions of Section 79-11-9, Mississippi Code of 1972, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

First: The corporation is amended to

Delete: Wording contained in Article 4. Substitute the following: "This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 by lessening the burdens of government."

Delete: First sentence in Article 6(a).

Add: Article 6(h) - "Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Law."

Add: Article 6(i) - "In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local government for exclusive public purpose."

Second: This amendment of the Articles of Incorporation was adopted by the members of the corporation on September 30, 1976, at a regular meeting of the members of the corporation at Mississippi State, Mississippi.

BOOK 229 PAGE 253

DATED: This the 2nd day of October, 19 76.

SIGNED: Golden Triangle Planning and
Development District, Inc.

BY: M M Pearson
President

ACKNOWLEDGEMENT

STATE OF MISSISSIPPI
COUNTY OF OKTIBBEHA

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, M. M. Pearson, President of the Golden Triangle Planning and Development District, Inc., who acknowledges that he signed and executed the above and foregoing Articles of Amendment to the Articles of Incorporation of the Golden Triangle Planning and Development District, Inc., on this the 2nd day of October, 19 76.

SIGNED: R. L. McDaniel
Notary Public



My Commission Expires:

BOOK 229 PAGE 254

Received at the office of the Secretary of State, this the 14 day of OctA. D., 1976, together with the sum of \$ 10⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Heber Bodner
SECRETARY OF STATE.

Jackson, Miss.,

Oct 21, 1976

I have examined this amendment of the Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summers
ATTORNEY GENERAL
By George M. Swindell
Assistant Attorney General.

BOOK 217 PAGE 587

State of Mississippi

EXECUTIVE



OFFICE

Jackson

*The within and foregoing Amendment to the
Charter of Incorporation of*

CENTRAL MISSISSIPPI PLANNING AND DEVELOPMENT DISTRICT, INC.

is hereby approved.



*In Testimony Whereof, I have hereunto set
my hand and caused the Great Seal
of the State of Mississippi to be
affixed, this the 14th day of April A.D., 1975.*

DX-016-007

BOOK 217 PAGE 588

CERTIFIED COPY OF RESOLUTIONS
ADOPTED BY

CENTRAL MISSISSIPPI
PLANNING AND DEVELOPMENT DISTRICT, INC.
AT A MEETING HELD ON MARCH 19, 1975
AUTHORIZING AND DIRECTING THE ADOPTION OF
THE FOLLOWING RESOLUTIONS

WHEREAS, Central Mississippi Planning and Development District, Inc., is a voluntary, non-profit, incorporation chartered by the State of Mississippi, and

WHEREAS, after thorough discussion in a duly held meeting this corporation desires to adopt the following Resolutions.

THEREFORE, BE IT RESOLVED by Central Mississippi Planning and Development District, Inc., that:

(1) In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local Government for exclusive public purpose.

(2) Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any

poration contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

CERTIFICATE

I, Robert L. Davis, President of Central Mississippi Planning and Development District, Inc., do hereby certify that the above and foregoing resolutions are true and correct copies of certain resolutions adopted by Central Mississippi Planning and Development District, Inc., in a meeting assembled on the 19th day of March, 197 5, in Jackson, Mississippi.

WITNESS MY SIGNATURE, THIS 19th day of March, 197 5.


PRESIDENT

BOOK 217 PAGE 590

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF

Central Mississippi Planning and Development District, Inc.

Pursuant to the provisions of Section 79-11-9 of the 1972 Mississippi Code, Annotated, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

First: (1) In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local Government for exclusive public purpose.

(2) Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

Second: The following amendment of the Articles of Incorporation was adopted by the members of the corporation on March 19th, 1975, at a regular meeting of the members of the corporation at Jackson, Mississippi:

(1) In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which

and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or Local Government for exclusive public purpose.

(2) Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

DATED: This the 19th day of March, 1975.

SIGNED: Central Mississippi Planning and Development District, Inc.

BY:

Robert L. Davis
PRESIDENT

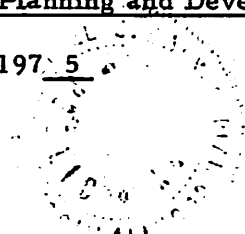
BOOK 217 PAGE 592

ACKNOWLEDGMENT

STATE OF MISSISSIPPI

COUNTY OF HINDS

This day personally appeared before me, the undersigned
authority in and for the jurisdiction aforesaid, Robert L. Davis,
President of Central Mississippi Planning and Development District, Inc.,
who acknowledges that he signed and executed the above and foregoing
Articles of Amendment to the Articles of Incorporation of Central Mississippi
Planning and Development District, Inc., on this, the 19th day of March,
1975



Ethel E. Early
NOTARY PUBLIC
2/21/76

BOOK 217 PAGE 593

Received at the office of the Secretary of State, this the 7th day of April

A. D., 1975, together with the sum of \$ 10.00 deposited to cover the recording fee, and referred to the Attorney General for his opinion.

John Palmer
SECRETARY OF STATE.

Jackson, Miss..

April 9, 1975

I have examined this AMENDMENT of the Charter of incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Summer
ATTORNEY GENERAL.

By George M. Smith
Assistant Attorney General.



DELBERT HOSEMAN
Secretary of State

11 F0010

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P O BOX 136, JACKSON, MS 39205-0136 (601)359-1633

Registered Agent/Office Statement of Change

1. Company Name

East Central Planning and Development District, Inc.

- ☐ corporation ☒ nonprofit ☐ limited liability company ☐ limited partnership
☐ limited liability partnership ☐ foreign business trust
☒ domestic ☐ foreign

2. Name of the Current Registered Agent and Registered Office (as on file with the Secretary of State)

Name Secretary of State, Jackson, MS

3. New Registered Agent's Name and Registered Office

Name Levera Chapman

Physical Address 280 Commercial Drive, Newton, MS 39345

P.O. Box 499

City, State, Zip5, Zip4 Newton MS 39345

4. ☐ The undersigned certifies that: 1) he/she has notified the above-named registered agent of this appointment; 2) he/she has provided the agent an address for the company, and; 3) the agent has agreed to serve as registered agent for this company.

By: Signature

Printed name Bill Richardson

Title Executive Director

Mail completed form with the \$10 fee to SECRETARY OF STATE, PO BOX 136, JACKSON, MS 39205-0136. For assistance contact a customer service representative at (800) 256-3494. Visit our website at www.sos.ms.gov for forms and instructions.

2902231

2013 SEP 27 PM 3:25

Business ID: 201350
 Date Filed: 11/28/2005 05:00 PM
 Eric Clark
 Secretary of State

F0012 - Page 1 of 3

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Articles of Amendment



The undersigned persons, pursuant to Section 79-4-10.06 (if a profit corporation) or Section 79-11-305 (if a nonprofit corporation) of the Mississippi Code of 1972, hereby execute the following document and set forth:

1. Type of Corporation
☐

Profit

☒

Nonprofit

2. Name of Corporation

North Delta Planning & Development District, Inc.

**3. The future effective date is
(Complete if applicable)**

4. Set forth the text of each amendment adopted. (Attach page)

5. If an amendment for a business corporation provides for an exchange, reclassification, or cancellation of issued shares, set forth the provisions for implementing the amendment if they are not contained in the amendment itself. (Attach page)

6. The amendment(s) was (were) adopted on

9/27/2005

Date(s)

FOR PROFIT CORPORATION (Check the appropriate box)

Adopted by

☐

the incorporators

☐

directors without shareholder action and
 shareholder action was not required.

FOR NONPROFIT CORPORATION (Check the appropriate box)

Adopted by

☐

the incorporators

☒

board of directors without member action and
 member action was not required.

FOR PROFIT CORPORATION

7. If the amendment was approved by shareholders

(a) The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment, and the number of votes of each voting group indisputably represented at the meeting were

Designation	No. of outstanding shares	No. of votes entitled to be cast	No. of votes indisputably represented
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

759106 NOV 28 5

F0012 - Page 2 of 3

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE

P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333

Articles of Amendment



--	--	--	--

(b) EITHER

(i) the total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment was

Voting group	Total no. of votes cast FOR	Total no. of votes cast AGAINST

OR

(ii) the total number of undisputed votes cast for the amendment by each voting group was

Voting group	Total no. of undisputed votes cast FOR the plan

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

FOR NONPROFIT CORPORATION

8. If the amendment was approved by the members

(a) The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the amendment, and the number of votes of each class indisputably represented at the meeting were

Designation	No. of memberships outstanding	No. of votes entitled to be cast	No. of votes indisputably represented

759105 NOV 28 25

F0012 - Page 3 of 3

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE

P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333

Articles of Amendment



(b) EITHER

(i) the total number of votes cast for and against the amendment by each class entitled to vote separately on the amendment was

Voting class	Total no. of votes cast FOR	Total no. of votes cast AGAINST
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

OR

(ii) the total number of undisputed votes cast for the amendment by each class was

Voting class	Total no. of undisputed votes cast FOR the amendment
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

By: Signature

(Please keep writing within blocks)

Printed Name

James B. Sowell

Title

President

759106 NOV 28 25

**AMENDMENT TO THE CHARTER OF INCORPORATION OF
NORTH DELTA PLANNING & DEVELOPMENT DISTRICT, INC.**

The Charter of Incorporation of North Delta Planning & Development District, Inc. contains the following language:

The Current Language:

Upon dissolution of this corporation none of the assets of this corporation shall be distributed to or go to any member thereof, but same shall be distributed to those corporations exempt under the provisions of the U.S. Revenue Code.

The above language in the Charter of Incorporation of North Delta Planning & Development District, Inc. is hereby deleted and replaced with the following:

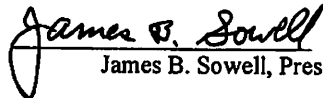
The Amendment Adopted:

DISSOLUTION OF THE CORPORATION

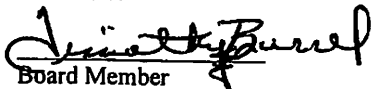
Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

The date of this adoption of the foregoing amendment by the Board of Directors of this corporation was September 27, 2005.

(SEAL)


James B. Sowell, President

ATTEST:


Board Member

JACKSON 1082984v1

759106 NOV 28 05

**BUTLER, SNOW,
O'MARA, STEVENS
& CANNADA, PLLC**
ATTORNEYS AT LAW

POST OFFICE BOX 22567
JACKSON, MISSISSIPPI 39225-2567

AMSOUTH PLAZA
17TH FLOOR
210 EAST CAPITOL STREET
JACKSON, MISSISSIPPI 39201

TELEPHONE: (601) 948-5711
FACSIMILE: (601) 985-4500

www.butlersnow.com

Writer's Direct Number
(601) 985-4302

November 28, 2005

VIA HAND DELIVERY

Mississippi Secretary of State
Corporations Division
700 North Street
Jackson, MS 39202

Re: North Delta Planning & Development District, Inc.

Dear Sir:

Enclosed herewith please find the duly executed Articles of Amendment for the above captioned corporation and a check in the amount of \$50.00 in payment of your filing fees. Please review the Articles of Amendment and, if they meet with your approval, file them of record in your office. Please hold the "filed" stamped copy for the undersigned to be picked up by our messenger.

If you have any questions or if you need any additional information with respect to this matter, please do not hesitate to contact us.

Very truly yours,



Marcie D. Davant
Legal Assistant

MDD:wp
Enclosures

::ODMA\MHODMA\Jackson;71361;1

759106 NOV 28 2005

JACKSON, MISSISSIPPI

GULFPORT, MISSISSIPPI

MEMPHIS, TENNESSEE

DX-016-019

102160054

Business ID: 402246
 Date Filed: 04/20/2009 08:00 AM
 C. Delbert Hosemann, Jr.
 Secretary of State

F0012 - Page 1 of 3

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Articles of Amendment



The undersigned persons, pursuant to Section 79-4-10.06 (if a profit corporation) or Section 79-11-305 (if a nonprofit corporation) of the Mississippi Code of 1972, hereby execute the following document and set forth:

1. Type of Corporation
☐

Profit

☒

Nonprofit

2. Name of Corporation

Southern Mississippi Planning and Development District, Inc

3. The future effective date is
(Complete if applicable)
4. Set forth the text of each amendment adopted. (Attach page)

5. If an amendment for a business corporation provides for an exchange, reclassification, or cancellation of issued shares, set forth the provisions for implementing the amendment if they are not contained in the amendment itself. (Attach page)

6. The amendment(s) was (were) adopted on

February 11, 2009

Date(s)

FOR PROFIT CORPORATION (Check the appropriate box)

Adopted by

☐

the incorporators

☐

directors without shareholder action and shareholder action was not required.

FOR NONPROFIT CORPORATION (Check the appropriate box)

Adopted by

☐

the incorporators

☒

board of directors without member action and member action was not required.

FOR PROFIT CORPORATION

7. If the amendment was approved by shareholders

(a) The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment, and the number of votes of each voting group indisputably represented at the meeting were

Designation

No. of outstanding shares

No. of votes entitled to be cast

No. of votes indisputably represented

102160054

F0012 - Page 2 of 3

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE

P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333

Articles of Amendment



--	--	--	--

(b) EITHER

(i) the total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment was

Voting group	Total no. of votes cast FOR	Total no. of votes cast AGAINST

OR

(ii) the total number of undisputed votes cast for the amendment by each voting group was

Voting group	Total no. of undisputed votes cast FOR the plan

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

FOR NONPROFIT CORPORATION

8. If the amendment was approved by the members

(a) The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on the amendment, and the number of votes of each class indisputably represented at the meeting were

Designation	No. of memberships outstanding	No. of votes entitled to be cast	No. of votes indisputably represented

102160054

F0012 - Page 3 of 3

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Articles of Amendment

**(b) EITHER**

(i) the total number of votes cast for and against the amendment by each class entitled to vote separately on the amendment was

Voting class	Total no. of votes cast FOR	Total no. of votes cast AGAINST
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

OR

(ii) the total number of undisputed votes cast for the amendment by each class was

Voting class	Total no. of undisputed votes cast FOR the amendment
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>

and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group.

By: Signature

(Please keep writing within blocks)

Printed Name

Lynn Cartlidge

Title

President

102160054

RESOLUTION OF THE BOARD OF DIRECTORS
OF
SOUTHERN MISSISSIPPI PLANNING AND DEVELOPMENT DISTRICT, INC.

WHEREAS, Southern Mississippi Planning and Development District, Inc., a Mississippi non-profit corporation, (the "District") is desirous of Amending its Charter of Incorporation to reflect its current domicile; and

WHEREAS the District is further desirous of amending its Charter to expand the areas of the State of Mississippi for which it is authorized to provide civic improvement and economic development, housing and other benevolent activities and services and in which it may operate in doing so; and

WHEREAS the District has been requested by the State of Mississippi to provide certain services and perform certain functions in areas beyond those currently specified in the District's Charter of Incorporation as currently stated.

NOW, THEREFORE, BE IT RESOLVED:

1. That Section 3 of the Charter of Incorporation be amended to provide that the domicile of the corporation is at 9229 Highway 49, Gulfport, Mississippi 39503;
2. That Section 4 of the Charter of Incorporation, regarding the type of corporation as set out therein, is the same except the corporation is now organized to develop the State of Mississippi and its regions, including, but not limited to the following fifteen (15) counties: Covington, Forrest, George, Greene, Hancock, Harrison, Jackson, Jefferson Davis, Jones, Lamar, Marion, Pearl River, Perry, Stone and Wayne counties;
3. That Section 6 of the Charter of Incorporation be amended and enlarged to provide that the Corporation is now organized for the civic improvement, economic development, housing and other benevolent and/or charitable activities in the State of Mississippi and its regions, including, but not limited to the following fifteen (15) counties: Covington, Forrest, George, Greene, Hancock, Harrison, Jackson, Jefferson Davis, Jones, Lamar, Marion, Pearl River, Perry, Stone and Wayne counties;
4. That all other matters not specifically amended shall remain in full force and effect; and
5. That the Executive Director or his designee shall take such steps to have the Amendment of the Charter of Incorporation of Southern Mississippi Planning and Development District be filed and recorded with the Secretary of State of the State of Mississippi and such other offices as required by law.

102160054

The District

✓ SOUTHERN MISSISSIPPI PLANNING AND DEVELOPMENT DISTRICT • 9229 HIGHWAY 49 • GULFPORT, MISSISSIPPI 39503 • (228) 868-2311 FAX (228) 868-7094

April 16, 2009

Office of the Mississippi Secretary of State
Attn: Corporations Division
P. O. Box 136
Jackson, MS 39205-0136

Re: Articles of Amendment to the Charter of Incorporation of
Southern Mississippi Planning and Development District, Inc.,
A non-profit corporation

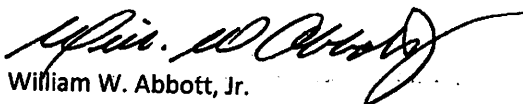
Dear Sirs and Madams:

Enclosed with this letter please find for filing the original Articles of Amendment as set forth above. We are also enclosing our check, numbered 011854, in the amount of \$50.00 submitted in payment of the filing fees.

Also enclosed is an extra copy of the Articles of Amendment which we would appreciate your stamping "Filed" and returning to us.

If anything further is required of us, please let me know.

Sincerely,



William W. Abbott, Jr.
Director of Human Resources
And Special Project Manager

Enclosures (3)

www.smpdd.com

DX-016-024

State of Mississippi



EXECUTIVE

OFFICE

JACKSON

The within and foregoing Charter of Incorporation of

THREE RIVERS PLANNING & DEVELOPMENT DISTRICT

is hereby approved:

In testimony whereof, I have hereunto set
my hand and caused the Great Seal of
the State of Mississippi to be affixed

this 12th day of October A. D., 1971



Governor

For the Governor

Heber Raden
Secretary of State

BCC 191 MAR 30

THE CHARTER OF INCORPORATION
THREE RIVERS PLANNING & DEVELOPMENT DISTRICT

1. The corporate title of said company is: Three Rivers Planning & Development District.

2. The names of the incorporators are:

Name	Street & No.	City	State
J. W. Kirkpatrick	Route 1	Amory	Mississippi
Charles R. Gray		Pontotoc	Mississippi
James A. King, III		Egypt	Mississippi

All of the incorporators are adult resident citizens of the State of Mississippi.

3. The domicile of the corporation is at Pontotoc, Pontotoc County, Mississippi.

4. The corporation is a non-profit, non-share civic improvement organization and shall not have any capital or stock.

5. The period of existence of the corporation shall be perpetual.

6. The purposes for which the corporation is created, not contrary to law, including a statement of the rights and powers that are to be exercised by said corporation, which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purposes of the association being incorporated are:

(a) This corporation is organized as a non-profit, non-share, civic improvement corporation and no member of the corporation shall receive any profit from the operation of the corporation. This corporation is organized for the civic improvement in the following eight counties comprising the District: Calhoun, Chickasaw, Itawamba, Lafayette, Lee, Monroe, Pontotoc and Union with the privilege of adding adjoining and adjacent counties upon request by the Board of Supervisors of any such adjoining or adjacent county.

(b) The qualifications for membership in this corpo-

ration shall be determined by its by-laws. Among these eligible for membership, provided they meet the qualifications of membership as set forth in the by-laws, shall be elected officials of public and private entities; members to represent major business classifications and members to represent minority groups; underemployed and unemployed persons if any and members to represent other organizations and any other groups as provided in the by-laws of this corporation.

(c) The representative or representatives from each county may compose the membership of this corporation and shall act in formulating plans and programs for adoption in various areas in the district and the formulation of an overall economic development plan for the district to assist in alleviating the underemployed and unemployed of the district.

(d) To carry out the purposes of this corporation, within a reasonable time after the issuance of this charter of incorporation, the members of the corporation shall meet upon call of any one or more of the incorporators and organize the corporation under this charter including the election of officers and directors and make the report of organization of non-profit or non-share corporation required by Section 5520 of the Mississippi Code Annotated of 1942, Recompiled, as Amended.

(e) This corporation may receive money, materials, labor and any and all other real and personal property from private individuals, private corporations, and any and all city, county, state and federal governmental agencies in any lawful manner, such receipts or acquisitions as may be received by the corporation to be expended under the direction of the Board of Directors of the corporation. The corporation may exercise all of the rights and powers herein specified, as well as all others not contrary to law or the by-laws of the corporation, including the right to sue and be sued and to

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plain and defend in its corporate name in all of the courts, and to deal with the corporate assets in the manner as provided in the by-laws, not contrary to law, and, in general, exercise all of the rights and powers reasonable necessary to accomplish the stated purposes of the corporation and which are not contrary to the laws and statutes of the State of Mississippi applicable to nonprofit nonshare corporations.

(f) This corporation is formed for the further purpose or receiving and taking advantage of all of the benefits monetary and otherwise, provided or available under the provisions of the Public Works and Economic Development Act of 1965, Public Law 89-136, as promulgated by the 89th Congress of the United States of America, and all subsequently enacted federal and state legislation related to such purposes, and the Appalachia Regional Development Act of 1965, Public Law 89-4, as promulgated by the 89th Congress of the United States of America.

(g) The corporation may adopt, alter and amend by-laws, by majority vote of the membership at any regular or special meeting to regulate the internal affairs of the corporation and may specify the qualifications for membership in the corporation including the officers, directors, and agents to be elected and appointed and the duties and responsibilities of each, including any other matters which the members deem necessary to be set out in such by-laws; and to levy and enforce collection of assessments, as distinguished from dues, as provided in the by-laws.

7. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall make expulsion the only remedy for nonpayment of dues, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership by death or other-

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wise, the termination of all interest of such members in the corporation assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors. Upon dissolution of this corporation none of the assets of this corporation shall be distributed to or go to any member thereof, but same shall be distributed to those corporations exempt under the provisions of the United States Internal Revenue Code, to be selected by the membership.

5024-191-31

A RESOLUTION OF
THREE RIVERS PLANNING & DEVELOPMENT DISTRICT

WHEREAS, Three Rivers Planning & Development District is an unincorporated civic improvement society heretofore formed for the purpose of improving and enlarging on the economic development and civic improvement in the following counties: Calhoun, Chickasaw, Itawamba, Lafayette, Lee, Monroe, Pontotoc and Union as delineated in Executive Order No. 81, State of Mississippi, dated June 11, 1971, and,

WHEREAS, it is the desire of Three Rivers Planning & Development District that it organize and obtain a corporate charter or incorporation as a non-profit, non-share corporation under Section 5310.1 of the Mississippi Code Annotated of 1942 as amended;

NOW THEREFORE, BE IT RESOLVED that the following named eight (8) members in good standing of Three Rivers Planning & Development District who are all adult resident citizens of the State of Mississippi, be and they are hereby authorized and directed to apply for and secure from the appropriate officials of the State of Mississippi, a Charter of Incorporation for the Three Rivers Planning & Development District and to execute and deliver all necessary applications, certificates, and documents to accomplish said purpose as well as any and all other things necessary to secure approval thereof and effectuate the intent expressed in this resolution, to-wit:

- (1) *W. R. [unclear]*
- (2) *W. R. [unclear]*
- (3) *James A. Thrack*
- (4) *John [unclear]*
- (5) *[unclear]*
- (6) *[unclear]*
- (7) *[unclear]*
- (8) *[unclear]*

RESOLVED on this the 24th day of September, 1971.

SEC. 191 (a) (3)

wise, the termination of all interest of such members in the corporation assets, and there shall be no individual liabilities against the members for corporate debts, but the entire corporate property shall be liable for the claims of creditors. Upon dissolution of this corporation none of the assets of this corporation shall be distributed to or go to any member thereof, but same shall be distributed to those corporations exempt under the provisions of the United States Internal Revenue Code; to be selected by the membership.

6-24 1914

CERTIFICATE

I, Miss Kayron Wood, Secretary of Three Rivers Planning & Development District, do hereby certify that the above and foregoing is a true and correct copy of a resolution of Three Rivers Planning & Development District unanimously adopted and approved by the membership thereof on Sept. 27-1941 in a regular business meeting as the same appears in the Minute Book of said association. I further certify that the Minute Book of said association is in my custody and that the resolution, as adopted, has not been repealed, amended or modified.

WITNESS MY SIGNATURE hereunto affixed this 27th day of September, 1941.

Kayron Wood
Secretary, Three Rivers Planning
& Development District

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Received at the office of the Secretary of State, this the 7th day of Oct.

A. D. 1977, together with the sum of \$20.⁰⁰ deposited to cover the recording fee, and referred to the Attorney General for his opinion.

Walter L. Linder
SECRETARY OF STATE

Jackson, Miss.,

October 9, 1977

I have examined this Charter of Incorporation, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

A. F. Sumner
ATTORNEY GENERAL

By

Maurice R. Black
Assistant Attorney General